

Company number 03474829

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Terra Plana International Limited ("Company")

PASSED on 10th November 2015

The following resolutions were duly passed on the date set out above as written ordinary and special resolutions of the Company (as indicated) pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

ORDINARY RESOLUTION

- 1 (A) **THAT** the Directors are generally and unconditionally authorised for the purposes of sections 549 and 551 of the Act to exercise all the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for, or to convert any security into shares in the Company on and subject to such terms as the Directors may determine. The authority hereby conferred shall, subject to section 551 of the Act, be for a period expiring on the fifth anniversary of the date of these Resolutions unless renewed, varied or revoked by the Company in General Meeting and shall supersede any other such authorities existing at the date hereof all of which are hereby revoked. The maximum nominal amount of shares that may be allotted pursuant to such authority shall be £300,000 00.
- (B) **THAT** the Directors shall be entitled under the authority conferred by paragraph (A) of these Resolutions or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares of the Company to be allotted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares in pursuance of such offer or agreement notwithstanding the authority conferred by this Resolution has expired.

SPECIAL RESOLUTIONS

- 2 **THAT** the rights of pre-emption in respect of issues of new shares in the capital of the Company contained in Article 28 of the Articles of Association be and are hereby disapplied in respect of the issue of up to 300,000 shares in the capital of the Company.

P. Baharala

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Director / Secretary



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COMPANIES HOUSE